

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

VALASSIS COMMUNICATIONS, INC.,

Plaintiff,

v.

NEWS CORPORATION; NEWS AMERICA
MARKETING, a/k/a NEWS AMERICA
INCORPORATED, a/k/a NEWS AMERICA
MARKETING GROUP; NEWS AMERICA
MARKETING FSI L.L.C., a/k/a NEWS
AMERICA MARKETING FSI, INC.; and NEWS
AMERICA MARKETING IN-STORE
SERVICES L.L.C., a/k/a NEWS AMERICA
MARKETING IN-STORE SERVICES, INC.,

Defendants.

Case No. 1:17-cv-07378-PKC

**DECLARATION OF WILLIAM B. MICHAEL
IN SUPPORT OF DEFENDANTS' REPLY MEMORANDUM OF LAW
IN FURTHER SUPPORT OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

I, William B. Michael, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner with the law firm Paul, Weiss, Rifkind, Wharton & Garrison LLP.

2. This firm represents Defendants News Corporation; News America, Inc.; News America Marketing FSI L.L.C.; and News America Marketing In-Store Services L.L.C. (collectively, "NAM") in connection with the above-captioned case.

3. I respectfully submit this declaration to place before the Court exhibits referenced in Defendants' Rule 56(c) Objections and Reply to Plaintiff's Counterstatement of Facts, and Defendants' Reply Memorandum of Law in Further Support of Defendants' Motion for Summary Judgment.

4. Exhibit 50 is a true and correct copy of transcript excerpts from the January 11, 2018 deposition of Dr. Jeffrey K. MacKie-Mason, including excerpts previously filed on the docket as Exhibit 27 in support of NAM's Motion for Summary Judgment (Dkt. 204-32).

5. Exhibit 51 is a true and correct copy of transcript excerpts from the December 21, 2017 deposition of Dr. James Levinsohn, including excerpts previously filed on the docket as Exhibit 34 in support of NAM's Motion for Summary Judgment (Dkt. 204-39).

6. Exhibit 52 is intentionally omitted.

7. Exhibit 53 is a true and correct copy of Plaintiff's First Amended Initial Rule 26(A) Disclosures, dated July 5, 2017.

8. Exhibit 54 is a true and correct copy of the Settlement Agreement and Mutual Release between the parties, dated February 4, 2010, as filed on the docket as Exhibit 2 to Defendants' Motion to Dismiss (Dkt. 22-3).

9. Exhibit 55 is a true and correct copy of a document produced by NAM bearing the beginning control number NAM-VAL14-006109605.

10. Exhibit 56 is a true and correct copy of excerpts from a document produced by NAM bearing the beginning control number NAM-VAL14-002572642.

11. Exhibit 57 is a true and correct copy of excerpts from a document produced by NAM bearing the beginning control number NAM-VAL14-002568708.

12. Exhibit 58 is a true and correct copy of a document produced by Valassis bearing the beginning control number VAL-NAM15-000004052.

13. Exhibit 59 is a true and correct copy of a document produced by Valassis bearing the beginning control number VAL2-NAM16-000016535.

14. Exhibit 60 is a true and correct copy of a document produced by NAM bearing the beginning control number NAM-VAL14-007086338.

15. Exhibit 61 is a true and correct copy of a document produced by Valassis bearing the beginning control number VAL-NAM15-000184567.

16. Exhibit 62 is a true and correct copy of a document produced by NAM bearing the beginning control number NAM-VAL14-000214487.

17. Exhibit 63 is a true and correct copy of transcript excerpts from the June 16, 2017 deposition of Marty Garofalo, including excerpts previously filed on the docket as Exhibit 48 in support of NAM's Motion for Summary Judgment (Dkt. 204-53).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 15, 2018

A handwritten signature in blue ink, appearing to read 'W. B. Michael', is written over a horizontal line.

William B. Michael